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August 10, 2001

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Magalie Roman Salas, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554
Attention: Accounting Policy Division, Common Carrier Bureau

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

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**RE: Joint Petition for Study Area Waiver
Illinois Consolidated Telephone Company and Odin Telephone Exchange, Inc.
CC Docket No. 96-45**

Dear Ms. Salas:

Transmitted herewith, on behalf of Illinois Consolidated Telephone Company ("ICTC") and Odin Telephone Exchange, Inc. ("Odin"), is a certified copy of the Interim Order, dated July 25, 2001, issued by the Illinois Commerce Commission ("ICC") in its Proceeding No. 01-0473. The Interim Order states expressly that the ICC "has no objection to the FCC granting the Study Area Waiver sought by [ICTC and Odin] in the Joint Petition For Waiver filed with the FCC."

Please associate this Interim Order with the "Joint Petition For Study Area Waiver" filed by ICTC and Odin on June 27, 2001. See Public Notice (Illinois Consolidated Telephone Company And Odin Telephone Exchange, Inc. Seek A Waiver Of The Definition Of "Study Area" In Part 36 Of The Commission's Rules), DA 01-1583, released July 10, 2001. It is the understanding of ICTC and Odin that no comments or reply comments were filed with respect to their Joint Petition, and that the ICC's Interim Order completes their showing under the three-prong standard used by the Commission to evaluate study area waiver petitions.

The parties will realize certain administrative benefits if they can close their proposed exchange transaction on September 30, 2001, and would greatly appreciate the issuance of a Commission order that permits them to schedule their closing on that date.

Sincerely,

Gerard J. Duffy

cc: Sheryl Todd
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ILLINOIS COMMERCE COMMISSION

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Illinois Consolidated Telephone
Company and Odin Telephone
Exchange, Inc.

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

01-0473

Verified Joint Petition and
Application filed by Illinois
Consolidated Telephone Company
and Odin Telephone Exchange, Inc.

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INTERIM ORDER

By the Commission:

On June 28, 2001, Illinois Consolidated Telephone Company ("ICTC") and Odin Telephone Exchange, Inc. ("Odin") (collectively "Joint Petitioners") filed with the Illinois Commerce Commission ("Commission") a verified Joint Petition and Application seeking the approvals required from this Commission to allow ICTC to sell to Odin the telecommunications properties and related assets used in the provision of telecommunications services in the Oblong and Martinsville Exchanges and seeking other approvals and relief. The two exchanges lie in the southeast portion of Illinois.

On July 3, 2001, Joint Petitioners filed a verified Motion For Entry Of Interim Order ("Motion"). Attached to the Motion is a copy of a Joint Petition For Study Area Waiver, which Joint Petitioners have filed with the Federal Communications Commission ("FCC") seeking a "Study Area" Waiver, which upon closing of the asset purchase transaction would allow Odin to include the Oblong and Martinsville Exchanges within Odin's existing Study Area and would remove the Exchanges from ICTC's Study Area.

Pursuant to due notice, a status hearing was held in this matter before a duly authorized Administrative Law Judge at the office of the Commission in Springfield on July 12, 2001. Commission Staff ("Staff") and counsel for the Joint Petitioners entered appearances. No other appearances were entered.

Joint Petitioners' Motion represents that the FCC will not finalize processing and consideration of the request contained in a Joint Petition For Study Area Waiver until such time as they receive from this Commission either an order or letter indicating that the Commission has no objection to the granting of the Study Area Waiver. Joint Petitioners' Motion requests that the Commission enter an interim order indicating that the Commission has no objection to the requested federal Study Area Waiver being sought from the FCC so as to allow the state and federal regulatory approval processes to proceed in parallel.

Joint Petitioners' Motion further represents that the proposed transaction can not be closed and completed until all necessary regulatory approvals are received from this Commission and the FCC, including the Study Area Waiver. Because the transaction can not be completed until all necessary approvals are received, Joint Petitioners assert that entry of the requested interim order will in no way prejudice or restrict the Commission's consideration and review of the Joint Petition and Application. Along with the Motion, Joint Petitioners submitted a proposed interim order. Staff has no objection to the Study Area Waiver that the Joint Petitioners seek from the FCC or the entry of the interim order requested in this docket.

In light of the above, the Commission finds that the Joint Petitioners' request for an interim order is reasonable and should be granted so as to allow the state and federal regulatory approval processes to proceed in parallel. The Commission will carefully review and consider the entire record of this proceeding with regard to each of the approvals sought in the verified Joint Petition and Application. Such approvals are a prerequisite to the closing of the proposed transaction and, in turn, the relevance of any Study Area Waiver granted by the FCC. The Commission concludes that the Joint Petitioners' request for a Study Area Waiver is reasonable and does not object to the granting of the requested waiver by the FCC.

The Commission, being fully advised in the premises, is of the opinion and finds that:

- (1) ICTC and Odin are telecommunications carriers as defined in Section 13-202 of the Public Utilities Act ("Act"), 220 ILCS 5/1-101 et seq., and are providing telecommunications services as defined in Section 13-203 of the Act;
- (2) the Commission has jurisdiction over the parties hereto and of the subject matter hereof;
- (3) Joint Petitioners' Motion is reasonable and should be granted; and
- (4) as stated in the prefatory portion of this Interim Order, the Commission has no objection to the FCC granting the Study Area Waiver sought by the Joint Petitioners in the Joint Petition For Waiver filed with the FCC.

IT IS THEREFORE ORDERED by the Illinois Commerce Commission that the Motion For Entry of Interim Order filed by Illinois Consolidated Telephone Company and Odin Telephone Exchange, Inc. is granted.

IT IS FURTHER ORDERED that this is not a final order and is not subject to the Administrative Review Law.

By order of the Commission this 25th day of July, 2001.

(SIGNED) RICHARD L. MATHIAS

Chairman

(S E A L)

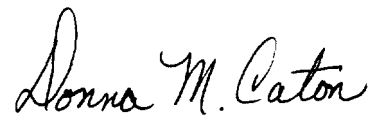
STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION
CERTIFICATE

Re: 01-0473

I, DONNA M. CATON, do hereby certify that I am Chief Clerk of the Illinois Commerce Commission of the State of Illinois and keeper of the records and seal of said Commission with respect to all matters except those governed by Chapters 18a and 18c of The Illinois Vehicle Code.

I further certify that the above and foregoing is a true, correct and complete copy of the Interim Order made and entered of record by said Commission on July 25, 2001.

Given under my hand and seal of said Illinois Commerce Commission at Springfield, Illinois, on August 8, 2001.


Chief Clerk